

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BERRY PETROLEUM COMPANY, LLC, A WHOLLY OWNED SUBSIDIARY OF LINN ENERGY, LLC, AS SUCCESSOR IN INTEREST TO BERRY PETROLEUM COMPANY, FOR AN ORDER FORCE-POOLING THE INTERESTS OF ALL OWNERS REFUSING OR FAILING TO BEAR THEIR PROPORTIONATE SHARE OF THE COSTS OF DRILLING AND OPERATING THE DRILLING AND SPACING UNITS LOCATED IN SECTIONS 5 AND 7 IN TOWNSHIP 6 SOUTH, RANGE 4 WEST, USM, DUCHESNE COUNTY, UTAH.

NOTICE OF HEARING

Docket No. 2014-012
Cause No. 272-04

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, will conduct a hearing on **WEDNESDAY, FEBRUARY 26, 2014, at 9:00 AM**, or as soon thereafter as possible, in the auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq. and as provided for in Utah Code Ann. § 40-6-1 et seq. and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the Board to receive testimony and evidence regarding a Request for Agency Action that the Board enter an Order:

1. Force-pooling the interests of all owners refusing or failing to bear their proportionate share of the costs of drilling and operating in the 40-acre drilling and spacing units located in Sections 5 and 7, Township 6 South, Range 4 West, USM (the "Subject Lands");
2. Imposing a non-consent penalty of 300% against nonconsenting owner's as just and reasonable compensation for the inherent risks in drilling and developing the following Wells Located on the Subject Lands:

the Federal 3-5D-64, Federal 6-5D-64, Federal 5-5D-64, Federal 4-5D-64, Federal 13-5D-64, Federal 14-5D-64, Federal 11-5D-64, Federal 12-5D-64, Federal 1-5D-64, Federal 2-5D-64, Federal 7-5D-64, Federal 8-5D-64, Federal 9-5D-64, Federal 10-5D-64, Federal 15-5D-64, Federal 16-5D-64, Federal 6-7-64, Federal 3-7D-64, Federal 4-7D-64, Federal 5-7D-64, Federal 2-7D-64, Federal 1-7D-64, Federal 12-7D-64, Federal 11-7D-64, Federal 13-7D-64, Federal 14-7D-64, Federal 7-7D-64, Federal 8-7D-64, Federal 9-7D-64, Federal 10-7D-64, Federal 15-7D-64, and the Federal 16-7D-64; and

3. Providing for such other and further relief as may be just and equitable under the circumstances.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than the 10th day of the month, or two weeks before the scheduled hearing, whichever is earlier. A party must file a timely written objection or other response in order to participate as a party at the Board hearing. Failure to participate can result in a default judgment.

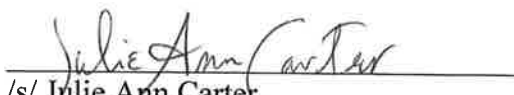
Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 29th day of January, 2014.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
Ruland J. Gill, Jr., Chairman


/s/ Julie Ann Carter
Board Secretary
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84116
(801) 538-5277

CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2014-012 Cause No. 272-04 to be PUBLISHED in the following newspapers on the following days:

February 2, 2014:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

February 4, 2014:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.



CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **NOTICE OF HEARING** for Docket No. 2014-012, Cause No. 272-04 to be mailed via E-Mail, and First Class Mail, with postage prepaid, this 30th day of January, 2014, to the following:

HOLLAND & Hart, LLP
A. John Davis
Mark L. Burghardt
222 South Main Street, Suite 2200
Salt Lake City, UT 84101

Terry L. Laudick, Senior Landman
Berry Petroleum Company
1999 Broadway Street, Suite 3700
Denver, CO 80202

Michael S. Johnson
Assistant Attorney General
Utah Board of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Steven F. Alder
Assistant Attorney General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

United States of America
% Bureau of Land Management
Utah State Office
440 West 200 South, Suite 500
Salt lake City, Utah 84101

United States of America
Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, UT 84078

United States of America
% Ashley National Forest
Supervisor's Office
355 North Vernal Ave.
Vernal, UT 84078

Vintage Petroleum, Inc.
State Federal Building
502 S. Main, Suite 400
Tulsa, OK 74103

The estate of Mary Alice Pendleton
Poindexter
4805 Tacoma Blvd.
Shreveport, LA 71107

Southland Energy Corp.
1710 Fourth National Bank Building
16 West 6th Street
Tulsa, OK 74119

Burlington Resources Oil & Gas Company,
LP
P.O. Box 51810
Midland, TX 79710

Donna A. Gillespie
11816 W. 65th Cir.
Arvada, CO 80004

HEP Partners LP
500 W Illinois #100
Midland, TX 79701

Enterprise Gas Company
2727 N. Loop West
Houston, TX 77210

Talisman Oil & Gas Co.
5757 Alpha Rd., Suite 920
Dallas, TX 75240

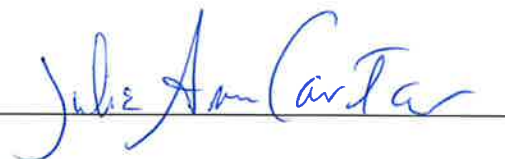
Eagle Ridge Oil & Gas, Inc.
8517 S. 77th E. Place
Tulsa, OK 74133

Burton/Hawks Inc.
P.O. Box 359
Casper, WY 82602

T. Keith Marks
475 Capitol Life Center
Denver, CO 80203

W.A. Gillespie
10708 Zuni Drive
Westminster, CO 80234-3161

Allen Revocable Trust, created under
Agreement dated May 4, 2006
1513 Aylesbury Lane
Plano, TX 75075

A handwritten signature in blue ink, reading "Julie Ann Carter", is written over a horizontal line.